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Proposed Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT

DISTRICT OF OREGON

In re:

MICHAEL KING SMITH FOUNDATION.

Debtor.

Case No. 16-30233-rld11

DEBTOR'S APPLICATION FOR
AUTHORIZATION TO EMPLOY
BANKRUPTCY COUNSEL
(MOTSCHENBACHER & BLATTNER, LLP)

The Michael King Smith Foundation (the "Debtor"), as debtor in possession, hereby moves this Court for entry of an order authorizing it to employ Motschenbacher & Blattner, LLP ("M&B") as its general bankruptcy counsel in this case. In support of this application, the Debtor represents:

BACKGROUND

1. On January 26, 2016 (the "Petition Date"), the Debtor filed a voluntary petition under Chapter 11 of the Bankruptcy Code. The Debtor is continuing in the management and possession of its business and properties as debtor in possession under sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been requested or appointed in this case, and the United States trustee has not appointed a creditors' committee.

2. The Debtor is a tax exempt business trust that was established on November 15, 2006. The Debtor owns real and personal property located in McMinnville, Oregon. The Debtor's assets include the real property and improvements that comprise a portion of the Evergreen Aviation and Space Museum located in McMinnville, Oregon. The Debtor's assets are primarily leased or on loan to the Evergreen Aviation and Space Museum.

3. As of the date hereof, the Debtor does not have any employees or utility accounts.

4. M&B commenced rendering prepetition bankruptcy services to the Debtor on September 29, 2015. The details concerning M&B's engagement as bankruptcy counsel, and the payments made to M&B in connection with that engagement, are disclosed in the accompanying Rule 2014 Statement.

JURISDICTION

5. This Court has jurisdiction over this matter pursuant to 28 USC §§ 157 and 1334 and LR 2100-1. Consideration of this application constitutes a core proceeding within the meaning of 28 USC § 157(b)(2)(A). The statutory predicates for the relief sought by this application are sections 327(a) and 1107 of the Bankruptcy Code. Venue is proper under 28 USC § 1408.

RELIEF REQUESTED

6. By this application, the Debtor seeks entry of an order, effective as of the Petition Date, authorizing it to employ M&B as its general bankruptcy counsel in this Chapter 11 case on an hourly basis. A proposed form of order is attached as Exhibit A.

POINTS AND AUTHORITIES

7. Subject to further order of this Court, and without being exhaustive, the Debtor proposes to engage M&B for purposes of (i) consulting with it concerning the administration of

the case, (ii) advising it with regard to its rights, powers and duties as a debtor in possession, (iii) investigating and, if appropriate, prosecuting on behalf of the estate claims and causes of action belonging to the estate, (iv) advising it concerning alternatives for restructuring its debts and financial affairs pursuant to a plan or, if appropriate, liquidating its assets, and (v) preparing the bankruptcy schedules, statements and lists required to be filed by the Debtor under the Bankruptcy Code and applicable procedural rules.

8. The Debtor has selected M&B for the reason that it believes the firm is well qualified to represent it in this case. M&B has substantial expertise in matters relating to bankruptcy and business reorganizations.

9. The proposed rate of compensation, subject to this Court's approval, is the customary hourly rates in effect when services are performed by the attorneys and other firm personnel who provide professional services to the Debtor. The current hourly rates for those persons presently designated to work on this case are as follows:

Name	Status	Hourly Rate
Nicholas J. Henderson	Partner	\$350.00
Alex C. Trauman	Partner	\$300.00
Jeremy Tolchin	Associate	\$275.00
Troy G. Sexton	Associate	\$250.00
Christopher Sturgeon	Legal Assistant	\$150.00

10. To the best knowledge of the Debtor, except as disclosed in the accompanying Rule 2014 Verified Statement for M&B, M&B does not have any connections with the Debtor, creditors, any other party in interest, their respective attorneys or accountants, the United States

trustee or any person employed in the office of the United States trustee, or any District of Oregon bankruptcy judge.

11. To the best knowledge of the Debtor, M&B is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code and does not represent or hold any interest adverse to the interests of the estate or of any class of creditors or equity security holders.

WHEREFORE, the Debtor requests entry of an order, effective as of the Petition Date, authorizing it to employ M&B as its general bankruptcy counsel in this Chapter 11 case on an hourly basis, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as the Court may allow under section 330 of the Bankruptcy Code.

MICHAEL KING SMITH FOUNDATION

Dated: January 26, 2016

/s/ Lisa Anderson
By: Lisa Anderson, Co-Trustee

EXHIBIT A
PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re:

THE MICHAEL KING SMITH
FOUNDATION

Debtor.

Case No. 16-30233-rld11

ORDER AUTHORIZING EMPLOYMENT
OF MOTSCHENBACHER & BLATTNER,
LLP AS ATTORNEYS FOR DEBTOR

THIS MATTER having come before the Court for a hearing on the application of the Michael King Smith Foundation, Debtor-in-Possession (“Debtor”), for an order authorizing it to employ Motschenbacher & Blattner, LLP as attorneys for Debtor; the Court having reviewed the motion and accompanying statement, and being otherwise duly advised; now, therefore,

IT IS HEREBY ORDERED as follows:

- 1) Debtor’s Application to Employ Counsel is approved, and Debtor is authorized to employ the law firm of Motschenbacher & Blattner, LLP as of the Petition Date as Debtor’s Chapter 11 counsel to represent Debtor in conducting the case; and

- 2) The Debtor shall pay said attorneys for their services only upon the entry of an order of the Court approving such fees under 11 U.S.C § 330.

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Order Presented by:
MOTSCHENBACHER & BLATTNER, LLP
/s/ Nicholas J. Henderson
Nicholas J. Henderson, OSB #074027
Telephone: 503-417-0500
E-mail: nhenderson@portlaw.com
Of Attorneys for Debtor

PARTIES TO SERVE

ECF Electronic Service:

- NICHOLAS J HENDERSON nhenderson@portlaw.com, csturgeon@portlaw.com; tsexton@portlaw.com; atrauman@portlaw.com
- US Trustee, Portland USTPRegion18.PL.ECF@usdoj.gov

Service via First-Class Mail:

- None

UNITED STATES BANKRUPTCY COURT
DISTRICT OF OREGON

In re)
) Case No. _____
)
)
Debtor(s)) RULE 2014 VERIFIED STATEMENT
) FOR PROPOSED PROFESSIONAL

Note: To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:
2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:
16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:
17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):
19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:
22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:
23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:
24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

I verify that the above statements are true to the extent of my present knowledge and belief.

Applicant

In re: The Michael King Smith Foundation
US Bankruptcy Court, District of Oregon, Case Number 16-30233-rld11

ATTACHMENT 1- AFFILIATES

Affiliate	Relationship
Lisa Anderson	Co-Trustee ¹
Jay Goffman	Co-Trustee ¹
James Ray	Co-Trustee ¹
Evergreen Vintage Aircraft, Inc.	Common control (Lisa Anderson) ¹
Evergreen Holdings, Inc.	Common control (Lisa Anderson) ¹

¹ Although these entities do not meet the definition of “affiliate” in 11 USC § 101(2), they are listed in an abundance of caution as they either exercise control over the Debtor, or they and the Debtor have common control entities, and such disclosure may aid the court and creditors.